

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

PFIZER INC.,

Plaintiff,

v.

TEVA PHARMACEUTICALS USA and
TEVA PHARMACEUTICAL INDUSTRIES
LTD.

Defendants.

Civil Action No. 06-89 (GMS)

**DECLARATION OF YEHUDAH LIVNEH, Ph.D.
IN SUPPORT OF DEFENDANTS' MOTION TO TRANSFER**

I, Yehudah Livneh, Ph.D., hereby declare as follows:

1. I am General Patent Counsel at Teva Pharmaceutical Industries Ltd. ("Teva Ltd."), an Israeli pharmaceutical corporation. Teva Ltd. maintains its principal place of business at 5 Basel Street, Petach Tikva 49131, Israel.

2. In my role as General Patent Counsel to Teva Ltd., I am generally aware of the locations of the facilities in which products are researched, developed, tested and/or manufactured by Teva Ltd. and related companies. Teva Ltd. has no facilities or other operations of any kind located in the State of Delaware, and keeps no records in the State of Delaware.

3. The research and development of the active pharmaceutical ingredient ("API") used in the generic azithromycin tablets manufactured by Teva Ltd. and sold in the United States by Teva Pharmaceuticals USA, Inc. ("Teva USA") took place in Israel, and the API is currently manufactured and tested in Israel.

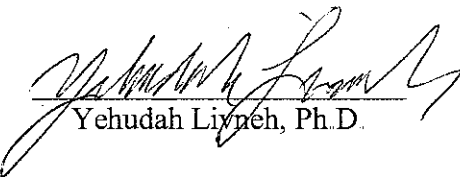
4. The research and development of the generic azithromycin tablets manufactured by Teva Ltd. and sold by Teva USA likewise took place in Israel, and the tablets are manufactured and tested in Israel.

5. My department is also responsible for coordination, when necessary, of the attendance of Teva Ltd. employees for depositions in the United States

6. In a related litigation between Teva USA and Pfizer in the United States District Court for the Southern District of New York concerning generic azithromycin products manufactured by Teva Ltd., Pfizer took the depositions of four Teva Ltd. employees, all of whom reside in Israel.

7. I frequently travel between Israel and the United States. All direct flights from Israel to the United States arrive into the New York area airports. The flight into New York itself is almost twelve hours. It would pose a hardship for Teva Ltd. employees who have to come into the United States to travel an additional few hours from New York to Delaware after the long trip to New York.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.


Yehudah Lippch, Ph.D.

Executed on Feb. 21, 2006.

CERTIFICATE OF SERVICE

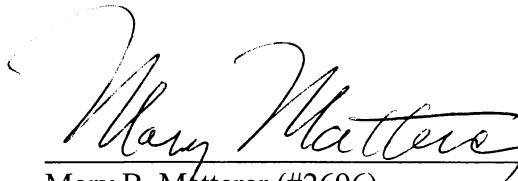
I hereby certify that on the 23rd day of February, 2006, I electronically filed the foregoing document, **DECLARATION OF YEHUDAH LIVNEH, Ph.D. IN SUPPORT OF DEFENDANTS' MOTION TO TRANSFER**, with the Clerk of the Court using CM/ECF which will send notification of such filing to the following:

Rudolf E. Hutz, Esq.
Daniel C. Mulveny, Esq.
Connolly Bove Lodge & Hutz LLP
1007 North Orange Street
Wilmington, DE 19801

Additionally, I hereby certify that on the 23rd day of February, 2006, the foregoing document was served as indicated:

VIA HAND DELIVERY

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